

Proposed new language is underlined. Proposed deletions are in [brackets].

BATS BYX Exchange Fee Schedule

Effective [~~August 3~~]September 8, 2015

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Market Data Fees:

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BYX Depth:

(No change.)

BYX Book Viewer:*

Internal Distribution

<u>Distribution Fee</u>	<u>\$500/month</u>
<u>Professional User Fee</u>	<u>\$0/month</u>
<u>Non-Professional User Fee</u>	<u>\$0/month</u>

External Distribution

<u>Distribution Fee</u>	<u>\$2,500/month</u>
<u>Professional User Fee**</u>	<u>\$3.00/month</u>
<u>Non-Professional User Fee**</u>	<u>\$0.10/month</u>
<u>Enterprise Fee***</u>	<u>\$20,000/month</u>
<u>Digital Media Enterprise Fee****</u>	<u>\$5,000/month</u>

* Fees applicable for distribution other than viewing via a BATS website.

** Each External Distributor will be eligible to receive a credit against its monthly Distributor Fee for BYX Book Viewer equal to the amount of its monthly User Fees up to a

maximum of the Distributor Fee for BYX Book Viewer.

*** As an alternative to User fees, a recipient firm may purchase a monthly Enterprise license to receive BYX Book Viewer from an External Distributor for distribution to an unlimited number of Professional and Non-Professional Users. A recipient firm must pay a separate Enterprise Fee for each External Distributor that controls the display of BYX Book Viewer if it wishes such User to be covered by the Enterprise Fee.

**** As an alternative to User fees, a recipient firm may purchase a monthly Digital Media Enterprise license to receive BYX Book Viewer from an External Distributor for distribution to an unlimited number of Users for viewing via television, websites, and mobile devices for informational and non-trading purposes only.

BYX Top:

(No change).

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